

China Treasures New Materials Group Ltd.

中寶新材集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2439)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 28 JUNE 2024 (OR ANY ADJOURNMENT THEREOF)

I/We (Name) _____ (Block capitals, please)
of (Address) _____,
being the holder(s) of _____ (see Note 1) ordinary shares of
HK\$0.01 each (the “Shares”) in the capital of China Treasures New Materials Group Ltd. (the “Company”),
hereby appoint (Name) _____ of
(Address) _____ or
failing him/her (Name) _____ of
(Address) _____ or
failing him/her, the chairman of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the annual
general meeting of the Company (the “AGM”) to be held at No. 3, Jing’Er Road, Kalun Industrial South Region, Jiutai Economics
Development Zone, Changchun City, Jilin Province, PRC on Friday, 28 June 2024 at 10:00 a.m., and at its adjournment for the
purpose of considering and, if thought fit, passing the ordinary resolutions as set out in the notice convening the Meeting as indicated
below or if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before
the Meeting and/or at any adjournment thereof. My/our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of
the under-mentioned ordinary resolutions:

	Ordinary resolutions	For (see Note 3)	Against (see Note 3)
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2023 and the respective reports of the Company’s directors (the “Director(s)”) and independent auditor.		
2.	To re-elect the following Directors of the Company: (i) To re-elect Mr. Ng Tat Fung as an independent non-executive Director; (ii) To re-elect Dr. Sun Shulin as an independent non-executive Director; and (iii) To re-elect Dr. Lai King Yin as an independent non-executive Director.		
3.	To authorise the board of Directors of the Company (the “Board”) to fix the remuneration of the Directors for the year ending 31 December 2024 (“FY2024”).		
4.	To re-appoint Mazars CPA Limited, <i>Certified Public Accountants</i> as the independent auditor of the Company’s financial statements for FY2024 and authorise the Board to fix their remuneration.		
5.	To grant a general and an unconditional mandate to the Directors to allot, issue and otherwise deal with additional shares of the Company (the “Shares”).*		
6.	To grant a general and an unconditional mandate to the Directors to buyback the Shares.*		
7.	Conditional on the passing of resolutions no. 5 and 6 above, to extend the general mandate granted by resolution no. 5 by adding thereto the Shares bought-back pursuant to the general mandate granted by resolution no. 6.*		

* For the full text of the proposed ordinary resolutions, please refer to the notice convening the AGM (the “Notice”) as contained in the Company’s circular dated 26 April 2024.

Signature(s) _____ (see Notes 4 and 5)

Dated this day _____ of _____, 2024

Notes:

1. Please insert the number of Shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
2. A member of the Company (the “**Member**” or “**Shareholder**”) may appoint one (or, if he/she/it holds two or more Shares, more than one) proxy of his/her/its own choice. If such an appointment is made, please strike out the words “the chairman of the meeting”, and insert the name(s) of the person(s) appointed as proxy in the space provided. A proxy need not be a Member. If more than one proxy is appointed, the original form of proxy may be photocopied for use.
3. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “Against”.** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than those referred to in the Notice. However, the number of Shares abstained from voting will not be counted in the calculation of the required majority of voting.
4. If the appointor is a corporation, this form of proxy must be executed under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
5. In the case of joint Shareholders, the signature of any one Shareholder will be sufficient but the names of all the joint Shareholders should be stated.
6. Where there are joint holders of any Share, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders is present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
7. To be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of that power of attorney or authority, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude Members from subsequently attending and voting in person at the AGM (or its adjourned meeting) should you so wish, and in such event, the form of proxy shall be deemed to be revoked.
8. Any alteration made to this form of proxy must be initialed by the person who signs it.
9. The Company reserves its right to treat any form of proxy which has been incorrectly completed in some manner as valid if such incorrectness is considered by the Company, at its absolute discretion, not material.
10. A Member or his/her/its proxy should produce proof of identity when attending the AGM. If a corporate Member appoints its representative to attend the AGM, such representative should produce proof of identity and a copy of the resolution of the board or other governing body of that Member appointing such representative to attend the AGM.